

**GIBBONS P.C.**

Karen A. Giannelli, Esq.

Mark B. Conlan, Esq.

Brett S. Theisen, Esq.

One Gateway Center

Newark, New Jersey 07102

Telephone: (973) 596-4500

Facsimile: (973) 596-0545

E-mail: [kgiannelli@gibbonslaw.com](mailto:kgiannelli@gibbonslaw.com)

[mconlan@gibbonslaw.com](mailto:mconlan@gibbonslaw.com)

[btheisen@gibbonslaw.com](mailto:btheisen@gibbonslaw.com)

Counsel to the Debtors  
and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:

NEW ENGLAND MOTOR FREIGHT, INC.,  
et al.,

Debtors.<sup>1</sup>

Chapter 11

Case No. 19-12809 (JKS)

(Jointly Administered)

**NOTICE OF FILING OF MONTHLY COMPENSATION AND STAFFING  
REPORT BY PHOENIX MANAGEMENT SERVICES, LLC  
FOR THE PERIOD FROM NOVEMBER 4, 2019 THROUGH DECEMBER 1, 2019**

PLEASE TAKE NOTICE that on February 11, 2019, New England Motor Freight, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), filed the *Motion of Debtors for Authority to Retain and Employ Phoenix Management Services, LLC Effective as of Petition Date to Provide a Chief Restructuring Officer, Deputy Chief Restructuring Officers, and Supporting Personnel* [Docket No 16], with the United States Bankruptcy Court for the District of New Jersey (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that on February 13, 2019, the Court entered the *Order Authorizing Debtors to Retain and Employ Phoenix Management Services, LLC Effective as of Petition Date to Provide a Chief Restructuring Officer, Deputy Chief*

---

<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number are as follows: New England Motor Freight, Inc. (7697); Eastern Freight Ways, Inc. (3461); NEMF World Transport, Inc. (2777); Apex Logistics, Inc. (5347); Jans Leasing Corp. (9009); Carrier Industries, Inc. (9223); Myar, LLC (4357); MyJon, LLC (7305); Hollywood Avenue Solar, LLC (2206); United Express Solar, LLC (1126); and NEMF Logistics, LLC (4666).

Order”).

PLEASE TAKE FURTHER NOTICE that, in accordance with the Phoenix Retention Order, Phoenix Management Services, LLC hereby files its monthly compensation and staffing Report for the period from November 4, 2019 through December 1, 2019 in the form attached hereto as **Exhibit 1**.

Dated: December 9, 2019

Respectfully submitted,

**GIBBONS P.C.**

By: /s/ Karen A. Giannelli

Karen A. Giannelli, Esq.

Mark B. Conlan, Esq.

Brett S. Theisen, Esq.

One Gateway Center

Newark, New Jersey 07102

Telephone: (973) 596-4500

Facsimile: (973) 596-0545

E-mail: [kgiannelli@gibbonslaw.com](mailto:kgiannelli@gibbonslaw.com)

[mconlan@gibbonslaw.com](mailto:mconlan@gibbonslaw.com)

[btheisen@gibbonslaw.com](mailto:btheisen@gibbonslaw.com)

*Counsel to the Debtors  
and Debtors-in-Possession*

**Exhibit 1**

Phoenix Management Services, LLC (“Phoenix”) hereby submits this Tenth Monthly Report of Compensation Earned and Expenses Incurred (the “Report”) for the period November 4, 2019 through December 1, 2019 (four weeks) for compensation and reimbursement of costs and expenses incurred pursuant to its engagement, which was approved by order of the Bankruptcy Court on February 13, 2019 [Docket No. 42] (the “Retention Order”).

Under the Retention Order, the Debtors are authorized to compensate Phoenix a flat weekly fee of \$30,000 pursuant to the terms of the Engagement Letter for the services of the CRO as well as a flat weekly expense reimbursement of \$300 as reimbursement of expenses related to items such as facsimile charges and other support charges. By agreement, beginning the week of August 12, 2019, the CRO is paid on an hourly basis. Phoenix’s fees for the CRO during this four-week period were \$35,312.50.

Under the Retention Order, the Debtors are also authorized to compensate Phoenix weekly or monthly with respect to time and expenses incurred by other of its staff. Phoenix’s fees for its other staff during this four-week period were \$30,940.00.

Pursuant to the Retention Order, parties in interest may file an objection, if any, to this Report within fourteen (14) days from the date of filing of this Report.

<b>Attachment</b>	<b>Description</b>
Exhibit A	Summary of Compensation
Exhibit A1	Time Summary by Matter Code
Exhibit A2	Time Summary by Professional
Exhibit A3	Time Entry Detail
Exhibit B1	Expense Summary by Category
Exhibit B2	Expense Item Detail

**EXHIBIT A:**

**Summary of Compensation for the period of November 4, 2019 through December 1, 2019**

<b>Project Name</b>	<b>Professional Fees</b>	<b>Expenses</b>	<b>Total</b>	<b>Payments Received</b>	<b>Unpaid</b>
Shevell BK - CRO	\$35,312.50	\$1,386.13	\$36,698.63	\$36,698.63	\$0.00
Shevell BK - Others	\$30,940.00	\$0.00	\$30,940.00	\$0.00	\$30,940.00
<b>Totals:</b>	<b>\$66,252.50</b>	<b>\$1,386.13</b>	<b>\$67,638.63</b>	<b>\$36,698.63</b>	<b>\$30,940.00</b>

**EXHIBIT A1**

**Time Summary by Matter for the period of November 4, 2019 through December 1, 2019**

**Shevell BK - CRO**

<b>Matter Description</b>	<b>Total Fees Requested</b>
Operational Management	\$ 35,312.50
<b>Totals</b>	<b>\$ 35,312.50</b>

**Shevell BK - OTHERS**

<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
Bankruptcy - Admin - Fee Application	1.1	\$ 165.00
Bankruptcy - Advise company regarding operational/financial restrictions	8.0	\$ 4,200.00
Financial & Cash Management	63.0	\$ 26,575.00
<b>Totals</b>	<b>72.1</b>	<b>\$ 30,940.00</b>

**Combined Totals**

<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
Bankruptcy - Admin - Fee Application	1.1	\$ 165.00
Bankruptcy - Advise company regarding operational/financial restrictions	8.0	\$ 4,200.00
Financial & Cash Management	63.0	\$ 26,575.00
Operational Management	Total for CRO	\$ 35,312.50
<b>Totals</b>	<b>72.1</b>	<b>\$ 66,252.50</b>

**Matter Descriptions**

- 1. Analysis of Financials, Models, etc.**  
Includes analysis of historical operations, historical cash flows, significant Balance Sheet and P&L accounts and other related financial analysis
- 2. Bankruptcy – Administration**  
Drafting and reviewing court filed and internal documents related to the application and retention process; meetings and correspondence related to the application and retention process; staffing report and other administrative matters
- 3. Bankruptcy - Advise company regarding elements of any proposed Reorganization.**  
This includes strategies to liquidate rolling stock and other assets, and the sale of Eastern.
- 4. Bankruptcy - Advise company regarding strategy w/creditors, customers, others**  
Includes meeting with creditors, UCC communications, Secured Lender communications, shareholders and major customers
- 5. Bankruptcy - Assist in preparation/review schedules, SOFAs, 1st day Motions, MORs**  
Assist company personnel in all matters related to the preparation of schedules, SOFAs, MOR's and First Day motions.
- 6. Bankruptcy - Billable Travel**  
Travel time incurred among CRO (Chief Restructuring Officer) and Phoenix personnel in connection with providing services rendered; mostly travel time to the Debtor's offices located in Elizabeth, NJ.

**7. Bankruptcy - Budget, Forecast, Scorecard Preparation**

Includes preparation of weekly Cash flow forecasts, weekly scorecards, MOR's, and other related financial forecasts and analysis.

**8. Bankruptcy - Court Hearing & Preparation**

Serving as the authorized representative of the Debtors in Chapter 11 cases; preparing for and attending hearings and meetings with the Office of the Trustee

**9. Bankruptcy - Creditor & Vendor Interface**

Communicating with vendors and creditors regarding case matters, advising supply chain personnel, evaluate individual claims and negotiate payments; meetings and correspondences with counsel regarding vendor and creditor matters and settlements; tracking and reporting of vendor and creditor management activities

**10. Bankruptcy - Financial & Cash Management**

Daily review of cash disbursements and receipt activity. Manage cash activity to remain in compliance with cash flow budgets. Review accounts receivable collections. Scorecard activities.

**11. Bankruptcy - Interface with Committee/Committee Counsel**

Meeting with professionals of Creditors' Committee and Committee counsel; preparing and providing financial and other requested information

**12. Bankruptcy - Operational Management**

CRO—Interface with operations Management on all activities

**13. Bankruptcy - Sale of Assets**

Select and work with Liquidator on the Auction of all NEMF Rolling Stock and other Assets. All activities related to the sale of Eastern.

**14. Communication - Phoenix Team**

Work by Phoenix professionals organizing and coordinating our efforts, providing updates on individual conversations and activities, developing and refining our work streams, and developing strategies regarding sequencing of work and communications with parties of interest

**15. Valuation & Related Matters**

Work with Liquidator on establishing low high values for rolling stock

**EXHIBIT A2:**

**Time Summary by Professional for the period of November 4, 2019 through December 1, 2019**

**Shevell BK - CRO**

Professional	Position Title	Flat Rate per hour	Total Net Compensation
Vincent Colistra	CRO	\$ 625.00	\$35,312.50
	<b>Totals</b>		<b>\$35,312.50</b>

**Shevell BK - OTHERS**

Professional	Position Title	Rate	Total Hours	Total Compensation
Al Mink	Managing Director	\$ 525.00	51.00	\$26,775.00
Kevin Doyle	Analyst	\$ 200.00	20.00	\$4,000.00
Stacey Miller	Office/Billing Manager	\$ 150.00	1.10	\$165.00
	<b>Totals</b>		<b>72.10</b>	<b>\$30,940.00</b>

**Totals**

Professional	Position Title	Rate	Total Hours	Total Compensation
Vincent Colistra	CRO	\$ 625.00	Total for CRO	\$35,312.50
Al Mink	Managing Director	\$ 525.00	51.00	\$26,775.00
Kevin Doyle	Analyst	\$ 200.00	20.00	\$4,000.00
Stacey Miller	Office/Billing Manager	\$ 150.00	1.10	\$165.00
	<b>Totals</b>		<b>72.10</b>	<b>\$66,252.50</b>

**Time Entry Detail for the period of November 4, 2019 through December 1, 2019**

**Project Time Records by Task Code**

Professional	Position Title	Task Code	Service Period	Total Billed Hours	Rate	Total Fees	Total Compensation
Vincent Colistra	CRO	Bankruptcy - Operational Management	11/04/19 - 11/10/19	13.50	\$625.00	\$8,437.50	\$8,437.50
Vincent Colistra	CRO	Bankruptcy - Operational Management	11/11/19 - 11/17/19	16.50	\$625.00	\$10,312.50	\$10,312.50
Vincent Colistra	CRO	Bankruptcy - Operational Management	11/18/19 - 11/24/19	19.00	\$625.00	\$11,875.00	\$11,875.00
Vincent Colistra	CRO	Bankruptcy - Operational Management	11/25/19 - 12/01/19	7.50	\$625.00	\$4,687.50	\$4,687.50
<b>Totals</b>							<b>\$35,312.50</b>

**Phoenix Management**

Document Page 8 of 13

Project Time Records by Task Code

110 Commons Court  
Chadds Ford, PA 19317-9716  
Tel: 610-358-4700 Fax: 610-358-9377




Printed on: 12/5/2019

Page 1 of 3


Filters Used:

- Time Entry Date: 11/4/2019 to 12/1/2019
- Project ID: Shevell BK - NEMF: to Shevell BK - NEMF:








\*  = Invoiced (mouse over for #),  = Marked as Billed,  = Non-Billable, \* = Xtra**Project ID - Name (Manager): Shevell BK - NEMF: - Shevell BK - NEMF (Vincent Colistra)**

Day	Date	Employee	Description	Hrs	B-Hrs	Amount	*
<b><i>Bankruptcy - Admin - Fee Application</i></b>							
<b><i>S Miller</i></b>							
Thur	11/7/2019	S Miller	Bankruptcy - Admin - Fee Application Begin preparation of 9th fee statement	0.40	0.40	\$60.00	
Fri	11/8/2019	S Miller	Bankruptcy - Admin - Fee Application Finish preparing 9th Staffing report and send for approval	0.30	0.30	\$45.00	
Fri	11/22/2019	S Miller	Bankruptcy - Admin - Fee Application Prepare for next monthly fee statement	0.40	0.40	\$60.00	
<b>S Miller Total:</b>				<b>1.10</b>	<b>1.10</b>	<b>\$165.00</b>	
<b>Bankruptcy - Admin - Fee Application Total:</b>				<b>1.10</b>	<b>1.10</b>	<b>\$165.00</b>	

***Bankruptcy - Advise company regarding operational/financial restrictions***

<b><i>A Mink</i></b>							
Mon	11/25/2019	A Mink	Bankruptcy - Advise company regarding operational/financial restrictions Emails and calls on staffing, records retention and Cargo claims	2.00	2.00	\$1,050.00	
Tues	11/26/2019	A Mink	Bankruptcy - Advise company regarding operational/financial restrictions Emails and calls on staffing, records retention and Cargo claims	2.00	2.00	\$1,050.00	
Wed	11/27/2019	A Mink	Bankruptcy - Advise company regarding operational/financial restrictions Emails and calls on staffing, records retention and Cargo claims	4.00	4.00	\$2,100.00	
<b>A Mink Total:</b>				<b>8.00</b>	<b>8.00</b>	<b>\$4,200.00</b>	
<b>Bankruptcy - Advise company regarding operational/financial restrictions Total:</b>				<b>8.00</b>	<b>8.00</b>	<b>\$4,200.00</b>	

***Bankruptcy - Financial & Cash Management***

<b><i>A Mink</i></b>							
Mon	11/4/2019	A Mink	Bankruptcy - Financial & Cash Management Approve cash disbursements, discuss transition plan with CFO, review collection issues	3.00	3.00	\$1,575.00	
Tues	11/5/2019	A Mink	Bankruptcy - Financial & Cash Management Emails on transition plan, final submission of settlements to court, other financial issues.	2.00	2.00	\$1,050.00	
Wed	11/6/2019	A Mink	Bankruptcy - Financial & Cash Management Claims, wind down plan, other financial matters	4.00	4.00	\$2,100.00	
Thur	11/7/2019	A Mink	Bankruptcy - Financial & Cash Management Communications with Creditors committee	2.00	2.00	\$1,050.00	
Fri	11/8/2019	A Mink	Bankruptcy - Financial & Cash Management Storage, financial emails, cash approvals	2.00	2.00	\$1,050.00	
Mon	11/11/2019	A Mink	Bankruptcy - Financial & Cash Management Records retention, professional fees, emails on POC's, financial matters	5.00	5.00	\$2,625.00	
Tues	11/12/2019	A Mink	Bankruptcy - Financial & Cash Management	5.00	5.00	\$2,625.00	



110 Commons Court  
Chadds Ford, PA 19317-9716  
Tel: 610-358-4700 Fax: 610-358-9377

















Printed on: 12/5/2019  
Page 2 of 3

Filters Used:

- Time Entry Date: 11/4/2019 to 12/1/2019
- Project ID: Shevell BK - NEMF: to Shevell BK - NEMF:

\*  = Invoiced (mouse over for #),  = Marked as Billed,  = Non-Billable, \* = Xtra

**Project ID - Name (Manager): Shevell BK - NEMF: - Shevell BK - NEMF (Vincent Colistra)**

Day	Date	Employee	Description	Hrs	B-Hrs	Amount	*
<b><i>Bankruptcy - Financial &amp; Cash Management</i></b>							
Wed	11/13/2019	A Mink	Records retention, professional fees, emails on POC's, financial matters. Multiple phone calls with Zack on relocating personnel Bankruptcy - Financial & Cash Management	5.00	5.00	\$2,625.00	
Thur	11/14/2019	A Mink	Records retention, professional fees, emails on POC's, financial matters. Multiple phone calls with Zack on relocating personnel Bankruptcy - Financial & Cash Management	4.00	4.00	\$2,100.00	
Fri	11/15/2019	A Mink	Cargo claims, records storage, cash management, professional fees Bankruptcy - Financial & Cash Management	4.00	4.00	\$2,100.00	
Mon	11/18/2019	A Mink	Various emails and calls on cargo claims and staffing Bankruptcy - Financial & Cash Management	1.00	1.00	\$525.00	
Tues	11/19/2019	A Mink	Emails on various financial matters Bankruptcy - Financial & Cash Management	1.00	1.00	\$525.00	
Wed	11/20/2019	A Mink	Emails on various financial matters Bankruptcy - Financial & Cash Management	1.00	1.00	\$525.00	
Thur	11/21/2019	A Mink	Emails on various financial matters Bankruptcy - Financial & Cash Management	1.00	1.00	\$525.00	
Fri	11/22/2019	A Mink	Emails on various financial matters Bankruptcy - Financial & Cash Management	2.00	2.00	\$1,050.00	
Sun	11/24/2019	A Mink	Emails on various financial matters Bankruptcy - Financial & Cash Management	1.00	1.00	\$525.00	
			Update professional fees				
			<b>A Mink Total:</b>	<b>43.00</b>	<b>43.00</b>	<b>\$22,575.00</b>	
<b><i>K Doyle</i></b>							
Mon	11/4/2019	K Doyle	Bankruptcy - Financial & Cash Management	2.00	2.00	\$400.00	
Tues	11/5/2019	K Doyle	Updating Cash Flow Analysis Bankruptcy - Financial & Cash Management	1.10	1.10	\$220.00	
Wed	11/6/2019	K Doyle	Updating Wind down Waterfall Bankruptcy - Financial & Cash Management	1.00	1.00	\$200.00	
Thur	11/7/2019	K Doyle	Call with Gibbons for wind down plan & updating summary information Bankruptcy - Financial & Cash Management	1.90	1.90	\$380.00	
Mon	11/18/2019	K Doyle	Updating Wind down Plan and Distribution Analysis Bankruptcy - Financial & Cash Management	1.50	1.50	\$300.00	
Mon	11/25/2019	K Doyle	Updating cash flow summary and distribution analysis for last two weeks Bankruptcy - Financial & Cash Management	7.00	7.00	\$1,400.00	
Tues	11/26/2019	K Doyle	Creating and updating MORs October Bankruptcy - Financial & Cash Management	5.50	5.50	\$1,100.00	
			Updating MORs October				
			<b>K Doyle Total:</b>	<b>20.00</b>	<b>20.00</b>	<b>\$4,000.00</b>	
			<b>Bankruptcy - Financial &amp; Cash Management Total:</b>	<b>63.00</b>	<b>63.00</b>	<b>\$26,575.00</b>	

**Phoenix Management**

Document Page 10 of 13

Project Time Records by Task Code

110 Commons Court

Chadds Ford, PA 19317-9716

Tel: 610-358-4700 Fax: 610-358-9377

Printed on: 12/5/2019

Page 3 of 3

Filters Used:

- Time Entry Date: 11/4/2019 to 12/1/2019
- Project ID: Shevell BK - NEMF: to Shevell BK - NEMF:

\* = Invoiced (mouse over for #),  = Marked as Billed,  = Non-Billable, \* = Xtra**Project ID - Name (Manager): Shevell BK - NEMF: - Shevell BK - NEMF (Vincent Colistra)**

Day	Date	Employee	Description	Hrs	B-Hrs	Amount	*
Project Shevell BK - NEMF: Total:				72.10	72.10	\$30,940.00	
Grand Total:				72.10	72.10	\$30,940.00	

**EXHIBIT B1:**

**Expense Summary by Category for the period of November 4, 2019 through December 1, 2019**

	Shevell BK CRO	Shevell BK Others			
Expense Category	Amounts	Amounts	Total	Payments Received	Unpaid
Administrative & Support	\$1,200.00	\$0.00	\$1,200.00	\$1,200.00	\$0.00
Meals	\$13.33	\$0.00	\$13.33	\$13.33	\$0.00
Mileage NR	\$110.20	\$0.00	\$110.20	\$110.20	\$0.00
Parking	\$36.00	\$0.00	\$36.00	\$36.00	\$0.00
Tolls	\$26.60	\$0.00	\$26.60	\$26.60	\$0.00
<b>Totals</b>	<b>\$1,386.13</b>	<b>\$0.00</b>	<b>\$1,386.13</b>	<b>\$1,386.13</b>	<b>\$0.00</b>

**Exhibit B2:**

**Expense Item Detail for the period of November 4, 2019 through December 1, 2019**

**Phoenix Management**

Document Page 13 of 13

Expenses By Item

110 Commons Court  
 Chadds Ford, PA 19317-9716  
 Tel: 610-358-4700 Fax: 610-358-9377

Printed on: 12/5/2019

Page 1 of 1

## Filters Used:

- Expense Log Date: 11/4/2019 to 12/1/2019
- Expense Log Project ID: Shevell BK VC - NEMF: to Shevell BK VC - NEMF:

Date	Employee ID	Project ID	Units	Amount	Memo
<b>Admin: - Administrative &amp; Support</b>					
11/8/2019	Administrative	Shevell BK VC - NEMF:	1.00	\$300.00	Weekly Admin Fee
11/15/2019	Administrative	Shevell BK VC - NEMF:	1.00	\$300.00	Weekly Admin Fee
11/22/2019	Administrative	Shevell BK VC - NEMF:	1.00	\$300.00	Weekly Admin Fee
11/29/2019	Administrative	Shevell BK VC - NEMF:	1.00	\$300.00	Weekly Admin Fee
<b>Admin: Sub-Total:</b>				<b>\$1,200.00</b>	
<b>MEALS BILLABLE: - Meals</b>					
11/12/2019	V Colistra	Shevell BK VC - NEMF:	1.00	\$7.41	Lunch for Vince
11/19/2019	V Colistra	Shevell BK VC - NEMF:	1.00	\$5.92	Lunch after court
<b>MEALS BILLABLE: Sub-Total:</b>				<b>\$13.33</b>	
<b>Mileage NR: - Mileage</b>					
11/12/2019	V Colistra	Shevell BK VC - NEMF:	70.00	\$40.60	70 miles to Newark to attend court hearing
11/19/2019	V Colistra	Shevell BK VC - NEMF:	120.00	\$69.60	Miles to and from Court in Newark
<b>Mileage NR: Sub-Total:</b>				<b>\$110.20</b>	
<b>Parking: - Parking</b>					
11/12/2019	V Colistra	Shevell BK VC - NEMF:	1.00	\$21.00	Parking at Gibbons' building in Newark to attend court hearing
11/19/2019	V Colistra	Shevell BK VC - NEMF:	1.00	\$15.00	Parking in Newark to attend court
<b>Parking: Sub-Total:</b>				<b>\$36.00</b>	
<b>TOLLS BILLABLE:: - Tolls</b>					
11/12/2019	V Colistra	Shevell BK VC - NEMF:	1.00	\$13.30	Tolls on NJ Turnpike to and from Newark to attend court hearing
11/19/2019	V Colistra	Shevell BK VC - NEMF:	1.00	\$13.30	Tolls on Turnpike to and from Newark for court
<b>TOLLS BILLABLE:: Sub-Total:</b>				<b>\$26.60</b>	
<b>Grand Total:</b>				<b>\$1,386.13</b>	